

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

BALLY TOTAL FITNESS HOLDING  
CORPORATION,

Plaintiff,

v.

LIBERATION INVESTMENTS, L.P.,  
LIBERATION INVESTMENTS, LTD.,  
LIBERATION INVESTMENT GROUP LLC)  
and EMANUEL R. PEARLMAN,

Defendants.

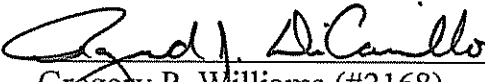
Civil Action No. 05-841-JJF

**MOTION AND ORDER FOR ADMISSION *PRO HAC VICE***

Pursuant to Local Rule 83.5 and the attached certifications, counsel moves the admission *pro hac vice* of Laurie B. Smilan, to represent Plaintiff Bally Total Fitness Holding Corporation in this matter.

Of Counsel:

Laurie B. Smilan  
Latham & Watkins LLP  
Two Freedom Square  
11955 Freedom Drive, Suite 500  
Reston, Virginia 20190-5651  
(703) 456-1000

  
Gregory P. Williams (#2168)  
williams@rlf.com

Raymond J. DiCamillo (#3188)  
dicamillo@rlf.com

Elizabeth C. Tucker (#4468)  
tucker@rlf.com

Richards, Layton & Finger, P.A.  
One Rodney Square, P.O. Box 551  
Wilmington, Delaware 19899-0551  
(302) 651-7700

Attorneys for Plaintiff Bally Total  
Fitness Holding Corporation

Dated: December 6, 2005

**ORDER GRANTING MOTION FOR ADMISSION *PRO HAC VICE***

This \_\_\_\_ day of \_\_\_\_\_, 2005, it is hereby ORDERED that the foregoing motion is GRANTED and that Laurie B. Smilan is admitted to practice *pro hac vice*.

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The Honorable Joseph J. Farnan, Jr.  
United States District Judge

**CERTIFICATION BY COUNSEL TO BE ADMITTED *PRO HAC VICE***

Pursuant to Local Rule 83.5, I certify that I am eligible for admission to this Court, am admitted, practicing and in good standing as a member of the Bars of the Commonwealth of Virginia, the District of Columbia and the States of New York and California, and pursuant to Local Rule 83.6 submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the preparation or course of this action. I also certify that I am generally familiar with this Court's Local Rules. In accordance with Standing Order for District Court Fund effective January 1, 2005, I further certify that the annual fee of \$25.00 will be submitted to the Clerk's Office upon the filing of this motion.

A handwritten signature in black ink, appearing to read "Laurie B. Smilan", is written over a horizontal line.

Laurie B. Smilan  
Latham & Watkins LLP  
Two Freedom Square  
11955 Freedom Drive, Suite 500  
Reston, Virginia 20190-5651  
(703) 456-1000

Dated: December 6, 2005

**CERTIFICATE OF SERVICE**

I, Raymond J. DiCamillo, hereby certify that on December 6, 2005, I caused to be served the foregoing Motion and Order for Admission *Pro Hac Vice* upon the following counsel of record:

**BY CM/ECF:**

Stephen E. Jenkins, Esquire  
Ashby & Geddes  
222 Delaware Avenue  
P.O. Box 1150  
Wilmington, Delaware 19899

  
Raymond J. DiCamillo (#3188)  
drcamillo@rlf.com